BYLAWS
OF THE
TORONTO CONCERT BAND (the "**TCB**")

~~Updated~~ Approved: ~~September~~ July ~~27~~6, 202~~5~~6
Pending Ratification by ~~Adopted~~ Membership~~November 26, 2025~~ October 20, 2026

A. Format of the TCB

1. Format of the Band
   a. The performance format of the organization shall be a traditional concert band.
   b. Members of the organization are organized into sections corresponding to the instrument performed. The exact organization of these sections is subject to the discretion of the Musical Director(s).
2. Non-Member Performers
   a. Subject to approval of the Board of Directors, the Musical Director(s) may invite non-Member performers to perform.
3. Rehearsal & Concert Season
   a. Rehearsals shall be held weekly from early September to early June. Exact dates are to be set by the Board of Directors and posted on the website of the TCB.
   b. Three concerts shall be held per season. Exact dates shall be set by the Board of Directors and posted on the website of the TCB.
4. Concertmaster
   a. The concertmaster is appointed by the Musical Director(s).
   b. The concertmaster is responsible for tuning the ensemble at rehearsals and performances.

B. Rules of Operation

I. General
   1. Telepresence at Meetings
      a. A person attending a meeting via telepresence (telephone, voice or video-conference) is considered to be present at a meeting.
      b. Telepresence shall be provided as an option for attendance when possible.
   2. Electronic Voting at Meetings
      a. Members may vote at a members' meeting by telephonic, electronic, or other communication facility, provided the facility verifies each vote as cast by a Member entitled to vote without revealing to the organization how each Member voted.
      b. The Board shall determine the facility to be used.

II. Band Membership

1. Code of Conduct
    a. Members of the organization must conduct themselves in a respectful manner and shall not discriminate against other Members, customers, donors, or patrons on the basis of age, race, sex, disability, nationality, marital status, political views, religion, sexual orientation, or gender identity.
    b. Members shall regularly attend rehearsals, and notify their section leader of expected absences from rehearsals or performances.
    c. Members are expected not to attend rehearsals or other events of the organization if they are knowingly contagious.
    d. Members are welcome to wear masks at organization events and must not be disparaging of other members choosing to wear masks.
2. Meetings
    a. The agenda for General Meetings shall be distributed to Members of the organization ten (10) days prior to the meeting.
3. Emergency Procedures
    a. The Board will collect emergency contact information and known relevant health issues for each active TCB Member as part of renewing membership or joining the TCB.
    b. The Board will review the Emergency procedures yearly, at the start of each season.
    c. The Secretary shall compile the emergency information and procedures into the ‘emergency package’ for presentation to Members of the organization at the Annual General Meeting (the “**AGM**”), and provide copies to all board members.
    d. Board members will be responsible for ensuring that the ‘emergency package’, is available in physical or digital form, at all TCB events.

III. Board of Directors

1. Meetings
    a. The agenda for Board of Directors meetings shall be distributed by the President to members of the Board seventy-two (72) hours prior to the meeting.
2. Director Terms
    a. The term of members of the Board of Directors shall commence immediately following their election or appointment, and end at the following AGM.
3. Officers
    a. Officers shall be appointed by the Board.

b. The term of an officer shall commence immediately following their appointment and end at time of the appointment of their successor.
c. Multiple Officer positions may be held by the same person at the same time.
d. When an Officer position becomes vacant, the Board shall meet as soon as possible to appoint a replacement. The Board shall meet immediately following the AGM to appoint officers.

4. Succession Management
   a. Per Article 5 Paragraph 3 of the Constitution: “Officers shall not serve in the same position for more than three consecutive terms. This term limit can be waived by a majority vote of Members present at a General Meeting of the organization.”
   b. Per Article 7 Paragraph 1 of the Constitution: “The President must be a Member of the organization.”
   c. The President shall have served as a member of the Board of Directors for at least one year prior to serving as President.
   d. The Nominating Committee should start to identify leadership candidates by April 1 and report to the Board periodically.
   e. In the event that a Board member in an Officer position is leaving their Officer position , the individual should endeavour to provide mentorship to the newly-appointed replacement Officer.
   f. A departing Board member in an Officer position may be invited by the Board to Board meetings from time to time as a non-voting member if knowledge transfer is required or desirable.
5. Indemnification
   a. The Directors and Officers of the organization shall be indemnified against liability by the organization.
   b. The organization shall carry Directors & Officers Liability insurance with limits that are reasonable and appropriate for a similarly situated organization.
6. Nominations
   a. **Annual General Meeting Date.** The board shall fix and announce the date of the Annual General Meeting (subject to Constitution 6.2) before nominations open
   b. **Nomination Window.** The nomination period should open on May 1. The nomination period closes 60 days before the Annual General Meeting. The organization is not required to accept nominations after this deadline.
   c. **No Floor Nominations.** Nominations are not accepted from the floor at the Annual General Meeting; a member proposal under ONCA is unaffected.

d. **Submitting Nominations.** Nominations are submitted to the Nominating Committee in the manner set out in the nomination package, accompanied by the candidate's written agreement.
e. The Nominating Committee presents to the Members, with the notice of meeting, a recommended slate, normally equal in number to the positions to be filled. Only the candidates on the recommended slate, and any candidate nominated under ONCA, stand for election.
f. The recommended size of the Nominating Committee is 5 individuals. After the transition year, the Nominating Committee should be composed of a majority of Members who are not directors, and should not be composed of individuals up for nomination.

IV. Leadership Groups

The TCB shall establish the following to support the operations of the band:

1. Section Leaders
   a. The Board of Directors may, if desired or necessary, appoint a leader for a section to coordinate logistics, liaise with the Musical Director(s) and provide leadership to the section.
   b. Section Leaders shall foster an inclusive and encouraging attitude within the section
   c. Section Leaders shall confer with the Musical Director(s) on matters pertaining to the musical performance of the section, including absences of particular Members, solos, part distribution and related matters.
   d. The Section Leader should be understood to be a distinct role from that of a principal player. The TCB does not identify principal players for each section.
   e. The TCB sections are defined by the Musical Director(s).
   f. The Section Structure and the Section Leader Appointees will be recorded on the online document repository.
2. Volunteer Teams
   a. Overview
      i. The TCB will be supported by volunteers using a team model as outlined below. Each of these teams shall have at least one member of the Board of Directors as an active member.
      ii. The role of the Director on each of the below teams will be to ensure synergies between the teams and the Board of Directors. This will facilitate accountability of the team(s) activities which must be endorsed by the Board.
      iii. The President is considered a member of each team and may attend meetings as required
   b. Membership Team

i. The Membership team is primarily focused on building and managing the TCB membership in accordance with the mission statement of the TCB. The team will engage potential and existing Members, manage membership, enhance the TCB culture, and support health & safety.

c. Business Development Team
   i. The business development team is primarily focused on building and preserving relationships with TCB sponsors to enhance the TCB brand and revenue growth. The team is focused on preserving existing and driving growth of TCB's financial support, provided by a variety of funding strategies such as: sponsorships (Season/Concert), ad sales (concert), and fundraising.

d. Operations Team
   i. The Operations team is primarily focused on executing and managing the operational activities required to allow TCB to deliver its mission. The team is responsible for facilitating rehearsals and concerts; managing the library (music distribution, and TCB document repository); and managing the technology (web site, ticket sales, email, google drive, etc.)
   ii. Key members shall include the Director of Technology, Concert Manager, and Librarian.

e. Marketing Team
   i. The Marketing team is primarily focused on building the TCB brand and positioning TCB as the 'community band of choice' within the GTA market. The team will oversee the development of the marketing strategy and execution of the marketing and communication plan. This team will oversee and execute marketing activities such as: season subscription and renewal campaigns, marketing collateral development, promotions, and TCB public relations and communications
   ii. Key members shall include the head of Public Relations.

3. Nominating Committee
   (as described in the Constitution and the Nominating Committee Terms of Reference)

C. Record Keeping

1. Address of the Organization
   a. The business address of the organization is 121 Meadowvale Drive, Toronto ON, M8Z 3J9
   b. The mailing address of the organization is % Tony Field, 121 Meadowvale Drive, Toronto ON, M8Z 3J9

c. The location of physical records of the organization is % Tony Field, 121 Meadowvale Drive, Toronto ON, M8Z 3J9

2. Keeping of Records
   a. Foundational documents of the TCB, including the Letters Patent and Constitution shall be retained in their original form.
   b. Tax-related documents shall be retained in their original form.
   c. Fully-executed contracts with third parties shall be retained in their original form.
   d. All other records of the organization must be maintained in electronic form and made available at all times to the Board of Directors securely, online.
   e. Digital representation of original documents should be made available to the Board of Directors securely, online.
   f. The online document repository of the TCB is Google Drive.
3. Music Library
   a. The TCB shall accumulate, through legal means, a library of music for performance (the "**Library**").
   b. The Librarian is responsible for the maintenance and care of the Library.
   c. The location of the Library of the organization is Bloordale United Church, 4258 Bloor Street West, Toronto, ON M9C 1Z7
   d. The Librarian shall be appointed by the Board of Directors.
4. Band Archive
   a. The TCB shall maintain an archive of important artifacts and documents to preserve its history. These shall include, but not be limited to, marketing material, ticket stubs, programs, critics' reviews, newspaper articles, etc.
   b. The location of the physical archive of the TCB is % Alyson Hazlett, 42 Riverhead Drive, Toronto, ON M9W 4C6.
5. Capital Assets (Large Musical Instruments)
   a. The location of large musical instruments and related equipment of the organization is Bloordale United Church, 4258 Bloor Street West, Toronto, ON M9C 1Z7, or with individual members, as captured in our inventory list .
   b. The board shall determine, document, and review at the time of insurance renewal, whether or not specific large percussion instruments shall be insured against theft or damage.
6. Other Inventory Items
   a. The location of other inventory items of the TCB, including but not limited to, smaller musical instruments, clothing, concert supplies, etc. shall be specified in an inventory tracking document and stored in the electronic document repository, and shall be kept current at all times by the Secretary.

D. Finances

1. General
    a. Transactions made on behalf of the TCB, including, but not limited to payments and inter-account transfers, in excess of $500, that are not part of an existing approved budget line item, must be approved in advance by the Board of Directors.
    b. The fiscal year end date of the TCB shall be June 30th.
2. Bank Accounts
    a. The TCB's bank accounts shall be kept at Bank of Montreal "BMO", 3022 Bloor Street West, Etobicoke, ON, M8X 1C4
        i. The primary operating account shall be used to support the ongoing operation of the TCB
        ii. The lottery account shall be used to manage the lottery funds, and will be managed according to the constraints imposed by the City of Toronto, Gaming Services.
    b. All withdrawals, cheques drawn, electronic transfers, and bill payments from the primary operating account and the lottery account shall require the signature or electronic approval of two members of the Board of Directors as designated by resolution of the Board of Directors.
3. Paypal
    a. The TCB shall maintain an account with PayPal for the sole purpose of receiving funds from members, donors, patrons, and customers of the TCB.
    b. Direct purchases from the PayPal account (excepting ordinary PayPal fees) are expressly prohibited
    c. Sending funds to any third party (except for purchase refunds within 30 days of purchase) from the PayPal account is expressly prohibited
    d. Transfers from the PayPal account to the bank account may be done at the discretion of the Treasurer. The Treasurer shall review the status of the PayPal account every ninety (90) days.
4. Cash Float
    a. The treasurer shall maintain the cash float of the TCB, which shall not exceed a balance of $500 for a period exceeding ninety (90) days.
5. Credit Card
    a. A Credit Card in the name of the TCB may be maintained for the purpose of facilitating online purchases, bill payments and recurring transactions. The credit limit shall not exceed $5,000.
6. Membership Fee
    a. The annual membership fee shall be $180, payable by the end of the third rehearsal of the season
    b. For a Member facing financial hardship, the annual membership fee may be waived or reduced at the discretion of the Board of

Directors, the payment deadline may be altered at the discretion of the Treasurer.

c. The annual membership fee shall be prorated for new Members based on the ratio of the number of remaining concerts at the time of joining to the number of total concerts that year.
d. Prospective new Members may attend three rehearsals for free.
e. The annual membership fee may be prorated at the discretion of the Board of Directors if the Member notifies the board at the beginning of the year that they will not be participating in the TCB for an extended period of time during the season.

E. Interpretation

1. Defined terms used in these Bylaws and not defined herein shall have the meaning ascribed to them in the Constitution, Articles, or the Letters Patent of the TCB.
2. The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.
3. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Constitution, Articles, or the Letters Patent of the TCB, the provisions contained in the Constitution, Articles, or the Letters Patent, as the case may be, shall prevail.

Revision History	
July 6, 2026	- Add clause about electronic voting - Add section about nomination process - Add clause referring to Nominating Committee Terms of Reference
September 27, 2025 Adopted November 26, 2025	- Clarify officer succession management recommendation - Update address of library and large capital assets
April 24, 2024	- Add to code of conduct requiring members to not attend events if they are contagious, and to not disparage other members who choose to wear masks
October 17, 2023	- Reconcile term limits, appointments, etc. of officers and directors with changes in the Constitution - Remove reference to Advisory Council - Update address of organization - Grammatical and superficial cleanup - Reconcile e-transfer and petty cash account policy to reflect new banking capabilities
July 28, 2021	- Draft capturing Board feedback of June updates
June 28, 2021	- Restructured bylaws - Alignment with strategic plan

	- Document board-approved bank account and credit card changes
September 11, 2018	- Updated bank accounts to align to lottery-gaming services requirements - Changes to sections for section leads - Timing for publication of AGM agenda
August 30, 2017	- Updated bank accounts to reflect change to BMO for banking for band – Platinum Sponsor - Stipend changes
April 20, 2016	- Added section leads – sections and associated revisions